

26744-A
RECORDATION NO. _____ FILED

DEC 28 '06 -2 25 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 28, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of December 27, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 26744.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: TLP Rail Trust I
Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Mr. Vernon A. Williams
December 28, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

240 railcars: FEPX 61441 – FEPX 61680.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

DEC 28 '06 -2 25 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
SURFACE TRANSPORTATION BOARD

Memorandum of Assignment and Assumption Agreement made and entered into on December ~~28~~, 2006 by and between Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of December ~~28~~, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of those certain railroad car leases as listed on Exhibit A attached hereto.

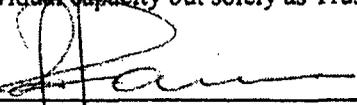
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 
Name: **Jose Paradas**
Title: **Assistant Vice President**

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: _____
Name:
Title:

Executed on this 27th day of December, 2006

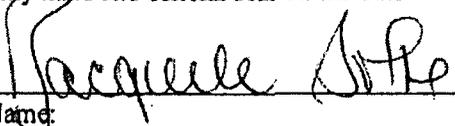
Executed on this ___ day of December, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 21st day of December 2006, before a Notary Public in and for said County and State, personally appeared Jose Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on December 21, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:
Notary Public

My Commission Expires:
Residing in JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

[Memorandum of Assignment and Assumption Agreement]

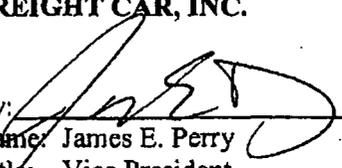
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: James E. Perry
Title: Vice President

Executed on this ___ day of December, 2006

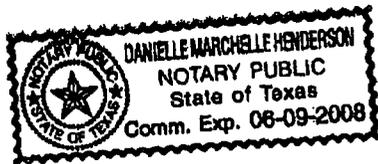
Executed on this 27th day of December, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of December 2006, before a Notary Public in and for said County and State, personally appeared James E. Perry, who being by me duly sworn, says that he is the Vice President of Trinity North American Freight Car, Inc., that said instrument was signed on December 21st, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle Henderson
Notary Public
My Commission Expires: 6/9/08
Residing in Dallas, TX

EXHIBIT A

One Hundred Twenty (120) units identified with marks FEPX 61441 - 61560 leased pursuant to Rider One (1) to that certain Railroad Car Net Lease Agreement dated October 30, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and FirstEnergy Generation Corp.

One Hundred Twenty (120) units identified with marks FEPX 61561 - 61680 leased pursuant to Rider Two (2) to that certain Railroad Car Net Lease Agreement dated October 30, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and FirstEnergy Generation Corp.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/28/06



Robert W. Alvord